

APR 5 3 13 PM '04

DECLARATION OF POOLING

BK 468 PG 784
J.E. DAVIS CH. CLK.

STATE OF MISSISSIPPI

§

§

KNOW ALL MEN BY THESE PRESENTS: THAT,

COUNTY OF DESOTO

§

WHEREAS, the undersigned is the present owner of those certain oil, gas and mineral leases described on Exhibit "A" attached hereto and made a part hereof, hereinafter referred to as the "**Leases**", whether one or more, and covering all or part of the lands and unit hereinafter described; and

WHEREAS, each of the Leases vests in the Lessee the right and power to pool and combine the acreage covered thereby with other land and leases or interests, so as to form the unit as hereinafter described and each of the Leases further provides that the Lessee shall execute an instrument identifying and describing such unit; and,

WHEREAS, the drilling unit herein described does comply with the laws of the State of Mississippi and the rules of the State Oil & Gas Board of Mississippi; and,

WHEREAS, the undersigned considers it necessary to designate in writing, as provided under the Leases described herein and to establish and declare that the lands described as:

TOWNSHIP 4 SOUTH, RANGE 8 WEST

**Section 1: the Northeast Quarter of the Northeast Quarter (NE/4 NE/4),
containing forty (40) acres, more or less,**

are pooled for the purpose of drilling and producing the **Roundtree & Associates, Inc. - Cox-Milam 1-1 No. 1 Well** and the undersigned deem it necessary and advisable to consolidate and combine the lands covered by the Leases, or portions thereof, situated in said unit in order to promote conservation, protect the correlative rights of the parties and for the proper development and operation of the leasehold premises in accordance with the laws in the State of Mississippi and the rules and regulations of the State Oil and Gas Board of Mississippi.

NOW, THEREFORE, pursuant to the provisions of the Leases, the undersigned does hereby pool, combine and consolidate the Leases and interests described on Exhibit "A" for the drilling, operating and producing of the **Roundtree & Associates, Inc. - Cox-Milam 1-1 No. 1 Well** located on the above described lands in Desoto County, Mississippi, and do hereby pool the Leases for the purpose of drilling, operation, production and transportation of oil, gas and gas condensate and other gaseous hydrocarbons.

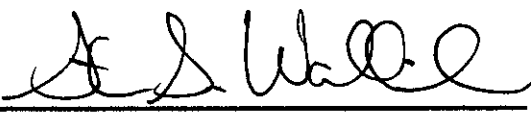
There is hereby pooled and combined into the unit described above all of the leasehold, mineral, overriding royalty and royalty interests and all other interests in the above described unit as to which the undersigned, or any one or more of the undersigned, have the right and authority to pool and combine into the unit created hereby, whether or not the Leases are particularly or accurately described on Exhibit "A" attached hereto. Said unit is subject to the rules, regulations and orders of the State Oil and Gas Board of Mississippi and such pooled unit shall, unless sooner terminated by the undersigned, remain in full force and effect for so long as any Lease which is the subject hereof shall remain in full force and effect, provided that said unit may be amended, modified or dissolved during the life of the Leases, or any one or more of same, which are the subject hereof.

This declaration of pooling shall not exhaust the pooling and unitization rights and powers of the undersigned under the Leases, and the right to amend this declaration or to make such other declarations as the undersigned may deem necessary or advisable is hereby reserved.

This instrument may be executed in any number of counterparts, and all of such counterparts when executed shall constitute but one instrument for all purposes, notwithstanding that all parties are not signatory to the same counterpart. The failure of any one or more of the parties hereto to execute this instrument shall not affect the validity and binding effect of this instrument as to those parties who execute same.

IN WITNESS WHEREOF, this instrument is executed this 1st day of April, 2004.

VISION EXPLORATION, L.L.C.

By: 
Steven S. Walkinshaw
Managing Member

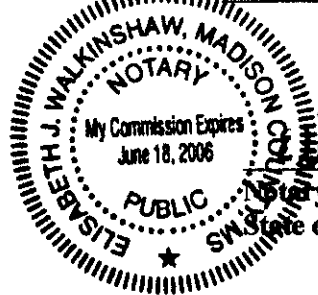
STATE OF MISSISSIPPI §

COUNTY OF MADISON §

I, Elisabeth J. Walkinshaw Notary Public in and for said county in said state, hereby certify that Steven S. Walkinshaw, whose name as **Managing Member of Vision Exploration, L.L.C.**, a Mississippi limited liability company, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he, as such officer and with full authority executed and delivered the same on the day and year therein mentioned voluntarily for and as the act of said limited liability company.

GIVEN under my hand and official seal this, the 1st day of April, 2004.

MY COMMISSION EXPIRES:



Elisabeth J. Walkinshaw
Notary Public in and for the
State of Mississippi

INDEXING INSTRUCTIONS: NE4 of Section 1
T4S-R8W, Desoto County, MS.

This instrument was prepared by:
Joseph M. Gianola
Vision Exploration, L.L.C.
751 Avignon Drive, Suite B
Ridgeland, MS 39157
(601) 607-3227

Cox-Milam 1-1 No. 1 Well

EXHIBIT "A"

Desoto County, MS

DECLARATION OF POOLING

Lease Number	Lessor	Lessee	Lease Date	Recording Bk/Pg
*****	*****	*****	*****	*****
MS001-001-001	Lorell M. Milam Trust	Vision Exploration, L.L.C.	10/20/00	398/499 90/392
MS001-001-002	Glenn Meadows Partners, L.P., a Mississippi Limited Partnership	Vision Exploration, L.L.C.	05/04/01	398/495 90/397 444/222

The recording references above are to the Deed Records in the office of the Chancery Clerk of Desoto County, Mississippi.